

David M. Friedman (DFriedman@kasowitz.com)
Andrew K. Glenn (AGlenn@kasowitz.com)
Jeffrey R. Gleit (JGleit@kasowitz.com)
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	Chapter 11
BORDERS GROUP, INC., et al.¹	Case No. 11-10614 (MG)
Debtors.	(Jointly Administered)

AGENDA FOR JUNE 22, 2011 HEARING²

**Time and
Date of Hearing:** June 22, 2011 at 11:00 A.M. (Prevailing Eastern Time)

Location of Hearing: The Honorable Martin Glenn
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 501
New York, New York 10004

Copies of Motions: A copy of each pleading can be viewed and/or obtained by:
(i) accessing the Court's website at www.nysb.uscourts.gov,
(ii) contacting the Office of the Clerk of the Court at One Bowling
Green, New York, New York, 10004, or (iii) from the Debtors'

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

² Any party who wishes to appear telephonically at the June 22, 2011 hearing must contact COURTCALL, LLC at 888.882.6878 (see the United States Bankruptcy Court's Instructions for Telephonic Appearances, attached hereto as Exhibit A).

proposed notice and claims agent, The Garden City Group, Inc., at www.bordersreorganization.com or by calling 877.906.7675.

Note that a PACER password is needed to access documents on the Court's website.

I. DEBTORS' MOTIONS

A. “DIP AMENDMENT MOTION” – Debtors’ Motion for an Order Pursuant to §§ 11 U.S.C. 105, 361, 362, 363, 364 and 507 Authorizing Debtors to Enter Into Second Amendment to Debtor in Possession Credit Agreement [**Docket No. 1077**].

1. **Status:** The Debtors have not received any formal objections. The Debtors will submit the final form of order to the Court at the hearing.

Dated: June 21, 2011
New York, New York

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

By: /s/ Andrew K. Glenn
David M. Friedman (DFriedman@kasowitz.com)
Andrew K. Glenn (AGlenn@kasowitz.com)
Jeffrey R. Gleit (JGleit@kasowitz.com)
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

*Attorneys for Debtors
and Debtors in Possession*